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Co-Lead Counsel for Plaintiff

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE SCHERING-PLOUGH / MERCK  
MERGER LITIGATION

Civil Action No.: 09-1099 (DMC)(MF)

**DECLARATION OF  
JAMES E. CECCHI**

JAMES E. CECCHI, ESQ., of full age, hereby declares under penalty of perjury as follows:

1. I am an attorney licensed to practice in New Jersey and am a member of Carella, Byrne, Cecchi, Olstein, Brody & Agnello, Co-Lead Counsel in the above matter. In such capacity, I am fully familiar with the facts contained herein.
2. Carella Byrne was co-counsel in three of the 14 cases filed challenging the Merck/Schering-Plough merger transaction, one in New Jersey state court and two in this Court. By way of Order dated April 30, 2009, Carella Byrne and Grant & Eisenhofer were appointed as

Co-Lead Counsel on behalf of the Class and Seeger Weiss was appointed as Liaison Counsel. (together “Class Counsel”).

3. The work performed by Class Counsel on behalf of the Class is summarized in the Brief in support of Plaintiff’s motion for preliminary approval of the Settlement [Docket Entry 60-1], and in the Brief in support of final approval of the Settlement filed herewith. The facts recited in those Briefs are incorporated by reference, rather than burdening the Court with duplicative filings.

4. The lodestar calculations and expenses for Carella Byrne incurred in this litigation are annexed hereto as Exhibit A.

5. The lodestar calculations and expenses for Grant & Eisenhofer incurred in this litigation are annexed hereto as Exhibit B.

6. The lodestar calculations and expenses for Seeger Weiss incurred in this litigation are annexed hereto as Exhibit C.

7. The lodestar calculations and expenses for Pomerantz, Haudek, Grossman & Gross incurred in this litigation are annexed hereto as Exhibit D.

8. Although the Brower Piven firm was not appointed in this matter, it performed certain work in the State Court matter which we will seek to compensate them for. As such we have annexed hereto as Exhibit E their lodestar report for informational purposes.

9. In all cases, the hours reflected in the lodestar calculations were reasonably necessary for the prosecution of the claims on behalf of the Class and the hourly rate is in accordance with the market rate for similar services by attorneys of similar experience in the respective geographic area.

10. The total amount of attorney's fees for all of the foregoing counsel is \$1,606,466.25. The total amount of expenses is \$131,777.16.

I hereby declare under penalty of perjury that the foregoing is true and correct.

/s/ James E. Cecchi

JAMES E. CECCHI

Dated: March 19, 2010